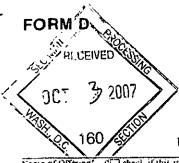
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL					
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DATE RE	CEIVED
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Name of Offering" ( check if this is an amendment and name has changed, and indicate change.)	
Common Stock	
Filing Under (Check box(es) that apply) Rule 504 Rule 505 Rule 506 Section 4(6)	Tulos "NUCERO
Type of Filing.	# 000 - CON
A. BASIC IDENTIFICATION DATA	OLF DO Jum
1. Enter the information requested about the issuer	THO
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	FINANSON
Boathouse Row Sports, Ltd.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Cade)
425 East Hunting Park Avenue, Philadelphia, PA 19124	(215) 425-4300
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (including Area Code)
Brief Description of Business	
Seller of sports apparel.	
Type of Business Organization  Corporation   limited pertnership, already formed   other ()	please spec
Month Year  Actual or Estimated Date of Incorporation or Organization: 0 3 8 7 Actual Esti  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State  CN for Canada: FN for other foreign jurisdiction)	07079320 :: 图A

### GENERAL INSTRUCTIONS

Who Must File. All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typod or printed signatures.

Information Required. A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC

Filing Fee. There is no federal filing fee.

### State:

SEC 1972 (6-02)

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION** 

Failure to file notice in the appropria appropriate federal notice will not re-	te states v sult in a lo	vill not re ss of an a	sull in a l available :	loss of th state exe	e ledera mption u	l exemption injess suc	on, Conversely h exemption is	y, failure to file the predictated on the	8
filing of a federal notice.				,		٠,			
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Business or Residence Addre c/o Boathouse Row Spor	•	-		9124	
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Business or Residence Addic c/o Boathouse Row Spor				9124	
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# Beneficial Owner

Sherbrooke Capital Health and Wellness, L.P. c/o Boathouse row Sports, Ltd. 425 East Hunting Park Avenue Philadelphia, PA 19124

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L		1.3. 1.377 15	<u> </u>		- <del> </del>						Yes	No.
f. Has the	issuer sol	d, or does t	he issuer ia	nend to sel	l, to non-uc	credited in	vestors in	this offerin	g"		Ε_	<b>1</b>
					Appendix.		-					
What is the minimum investment that will be accepted from any individual?										S_0.00		
3 Does the affering permit joint ownership of a single unit?										Yes R	No.	
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Name of As	sacrated R	inker or Oc	aice	<del></del>			**			***********		·
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Full Name (	i.ast name	first, if and	ividual)									
Business or	Residence	· Address (	Number au	d Street, C	its State 2	Zin Code)						
Vame of As	sociated B	raker or De	oler	·_ <del></del> -					7 - 14-4-7 <del> 1</del>			
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lusiness or	Residence	: Address ()	Sumber an	d Street, C	ity, State, I	Zip Code)						
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(Check	"All States	s" or check	individual	States)				······· · ···· · ···	******		. 🗀 🔻	ii States
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MT	NI	NY			[ <u>NM</u> ]	NY	<u>NC</u>	ND.	(OH)	OK)	OR	MO (PA)
RE	(SC)	SD			(UT)	IVT)		WA)	(WV)	WI	W.A.	PR:

i.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s 0.00	s 0.00
	Equity	S 250,001.00	s 250,001.00
	Common Preferred		0.00
	Convertible Securities (including warrants)		\$
	Partnership Interests		\$ 0.00
	Other (Specify)	S_0.00	\$ 0.00
	Total	\$ 250,001.00	<u>\$ 250,001.00</u>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Accredited Investors	Number Investors	Aggregate Dollar Amount of Purchases § 250,001.00
			ς 0.00
	Non-accredited Investors		
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE,		
š.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504	<del></del>	S
	Total		\$ 0.00
ļ	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		S
	Printing and Engraving Costs		s
	Legal Fees		S_2,000.00
	Accounting Fees		\$
	Engineering Fees		
	Sales Commissions (specify finders' fees separately)	-20.	
	Other Expenses (identify)		\$
			2 000 00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PI	OCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		s248,001.00
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		
		Payments to Officers. Directors, & Affiliates	Payments to Others
	Salaries and fees	18	. [7]\$
	Purchase of real estate		
	Purchase, rental or leasing and installation of machinery and equipment		
	Construction or leasing of plant buildings and facilities		
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	•	
	Repayment of indebtedness		_
	Working capital		
	Other (specify):		
		s	s
	Column Totals	\$_0.00	S 248,001.00
	Total Payments Listed (column totals added)	□ s_24	8,001.00
i.	D. FEDERAL SIGNATURE		
1121	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is ature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commiss information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Re	on, upon writte	le 505, the following n request of its staff,
SSU	er (Print or Type) Sign (1) 1 D.	nie , ,	
Boa	athouse Row Sports, Ltd.	9/27/0	7
	ne of Signer (Print or Type) Title of Signer (Print or Type)	<del></del>	· ····································
ohr	n M. Strotbeck Chief Executive Officer		

END

----- ATTENTION ------

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)